

BY-LAWS OF THE
HISPANIC BAR ASSOCIATION OF NEW JERSEY, INCORPORATED

ARTICLE I
Membership

Sec. 1 Membership: The membership of the Hispanic Bar Association of New Jersey, Inc. shall be composed of the following categories;

CATEGORY I: Active Member

Any member of a Bar who practices or resides in the State of New Jersey may become an Active Member and shall be entitled to all the privileges of the Association, including voting, holding office and participating on committees.

CATEGORY II: a) Associate Member

Any member of a Bar admitted in the Commonwealth of Puerto Rico or in any state, territory, the District of Columbia, or a foreign country may become an Associate Member and shall be entitled to all privileges of the Association, except voting and holding office.

b) Law School Student/Graduate

Any law school student in good standing or any law school graduate who has not yet been admitted to the Bar of any jurisdiction and who is employed, studying, or resides in New Jersey may become an Associate Member and shall be entitled to all the privileges of the Association, except voting and holding office.

CATEGORY III:

Such additional category or categories of members as the Board of Directors of the Association may from time to time create, but said creation shall require a 2/3 vote of the directors present and voting at a duly held meeting. Such membership

shall be entitled to all the privileges of the Association, except voting and holding office.

Sec. 2 Method: Application for membership in the Association shall be in such form and manner as prescribed by the Board of Directors and shall be accompanied by the full amount of the dues prescribed in Article II, Sec. 1.

Sec. 3 Member in Good Standing: A member shall not be considered in good standing unless all dues are fully paid and current.

Sec. 4 Resignation: Any member may resign from the Association after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting held after its receipt.

Sec. 5 Suspension and Expulsion: A member may be suspended for a period or expelled for cause, such as violation of any of the by-laws of the Association, or for conduct prejudicial to the interest of the Association or the legal profession. Such order of suspension or expulsion shall be by a 2/3 vote of the Board of Directors, provided that a statement of the said charges shall have been mailed by registered mail to the member under charges at his/her last recorded address, at least 15 days before action by the Board of Directors is taken; this statement shall be accompanied by a notice of the time and place where the Board of Directors is to take action on the charges, provided that the said member shall be given an opportunity to present a defense at the time and place mentioned in such notice.

No action by the Board of Directors as provided herein shall become final unless it is ratified by a majority vote of the members present and voting at the next general meeting.

Sec. 6 No member may vote nor be a candidate for, nor hold office unless he shall be a member in good standing at the time of such vote, nomination, or holding of office.

ARTICLE II

Dues

Sec. 1 Annual dues for each membership category as set forth in Article I shall be as follows:

CATEGORY I: Active Member admitted 2 years or more.....\$30.00
Active member admitted less than 2 years....\$20.00
CATEGORY II: Associate Member.....\$15.00
Law School Student/Graduate.....\$ 5.00

CATEGORY III: As established by the Board of Directors

Sec. 2 Dues shall become due on February 15 of each year and shall cover membership for the calendar year in progress.

Sec. 3 Arrears: Members who fail to pay their dues within sixty days from the time the same become due, shall be notified by the Secretary, and if payment is not made within the next succeeding sixty days, shall be reported to the Board of Directors as in arrears and if so ordered by the Board of Directors shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

ARTICLE III

Meetings

Sec. 1 Annual Meeting: There shall be an annual meeting of the Association in September of each year for the election of officers and member of the Board of Directors and for receiving the annual reports of officers, directors and committees, and for the transaction of other business. All nominations shall be made from the floor at the meeting in September. The installation of all officers and directors elected at the September meeting shall be held at a time and place to be selected by an installation committee.

If a quorum of the membership is not present at the Annual Meeting, then a nominating committee may be constituted composed of those members in attendance, who shall proceed

to make nominations for officers and members of the Board of Directors. Within fifteen days of such meeting a ballot containing the names of such persons who have been nominated, shall be mailed by the secretary to all members in good standing of the Association.

Sec. 2 Notice of Meetings: Notice of such meeting, signed by the Secretary, shall be mailed, except as herein or by statute otherwise provided, to the last recorded address of each member at least seven (7) days before the time appointed for the meeting. All notices of meeting shall set forth the place, date, time and purpose of the meeting.

Sec. 3 General Membership Meetings: There shall be a minimum of two (2) general membership meetings of the Association each year for the transaction of any business which may come before the meeting. Such meetings shall take place at such times and places as the Board of Directors shall decide. The provisions of Sec. 2 of this Article shall apply herein.

Sec. 4 Special Meetings: Special meetings of the Association may be called by the Board of Directors in their discretion. The Board of Directors shall call a special meeting to consider a specific subject. Notice for any special meeting shall be given at least five days before the time appointed for the meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members.

Sec. 5 Quorum: The presence in person of not less than 1/3 of the membership shall be necessary to constitute a quorum for the transaction of business, except as provided in Article III, Sec. 1, but a less number may adjourn to some future time not less than seven nor more than twenty-one days later, and the Secretary shall thereupon make notice of the adjournment at least three days before the adjourned meeting to each member entitled to vote who was absent from the meeting adjourned. The presence in person of not less than 2/3 of the membership shall be necessary to transact business

at a special meeting held for the election of directors.

Sec. 6 Voting: All Active Members shall be entitled to one vote each, if present at the meeting. A proxy vote properly executed by a member in good standing shall be permitted. All questions, the manner of deciding which is not otherwise prescribed, shall be decided by majority vote of the members present and voting.

Sec. 7 Order of Business: The order of business shall be as follows at all meetings of the association and Board of Directors:

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|---------------------------------------|--------------------------|
| 1. Calling of the roll | 6. Reports of Officers |
| 2. Proof of notice of meeting | 7. Reports of Committees |
| 3. Reading of the minutes | 8. Unfinished business |
| 4. Receiving communications | 9. New business |
| 5. Election of Officers and Directors | |

Any question as to priority of business shall be decided by the Chair without debate. In the event of any challenge, the parliamentary rules laid down in Roberts Manual shall be decisive.

The above order of business may be altered or suspended at any meeting by a majority vote of the members present and voting.

ARTICLE IV

Board of Directors

Sec. 1 Number: The members of the Association shall elect five members to the Board of Directors. These five elected directors, plus all five officers, and the immediate past president shall constitute a Board of Directors of eleven for the Association.

Sec. 2 Election of Directors and Term: At the annual meeting next held after the adoption of these amended by-laws, there shall be an election for one Director of the Association, who shall be elected for a term of three years. At each meeting thereafter, a number of Directors equal to that of those whose terms have expired shall be elected for a term of three years.

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Sec. 3 Duties: The property, affairs, business and concerns of the Association shall be entrusted to the Board of Directors. They shall have power to hold meetings at such time and place as they think proper; to suspend or expel members, subject to the provisions of Article I, Section 5 hereof; to consult with and advise the President on committee appointments; to audit bills and authorize the disbursement of the funds of the Association; to print and circulate documents and publish articles; to carry on correspondence and to communicate with other Bar Associations; and to devise and carry into execution such other measures as they may deem proper and expedient to promote the objects of the Association and to best protect the interests and welfare of the members.

Sec. 4 Meetings: Regular meeting of the Board of Directors shall be held immediately succeeding the annual meeting in September and at such other times as the Board of Directors shall decide.

Sec. 5 Notice of Meetings: Notice of such meeting, signed by the Secretary or the President shall be mailed to the last recorded address of each Director at least seven days before the time appointed for the meeting; but the President may, when he deems it necessary, or the Secretary shall at the request in writing of five members of the Board, issue a call for a special meeting of the Board and only five days notice shall be required for such special meeting.

Sec. 6 Quorum: Two-thirds of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the President and Vice-President the quorum present shall choose a Chairman for the meeting. If a quorum be not present, those present may adjourn the meeting to a later date, not more than ten days later.

Sec. 7 Attendance at Board Meetings: It is the duty of each Officer and Director to attend the regular and special meetings of the Board of Directors. Failure to attend a Board meeting

without good cause constitutes an unexcused absence. Any Officer or Director who accumulates three (3) consecutive unexcused absences during his or her term of office is presumed unable to carry out the duties of office and shall be replaced. The Board of Directors shall declare the position vacant and such vacancy shall be filled in accordance with Article IV, Sec. 8 of these By-laws, unless at the Board Member's request the Board of Directors reconsiders such action after a meeting with such Board Member at which the Board Member is afforded the opportunity to present reasons why such action should not be taken.

Sec. 8 Vacancies: Whenever any vacancy shall occur in the Board of Directors by death, resignation or othrewise, the same shall be filled by a majority vote of the members present at the next general meeting or at a special meeting which may be called for that purpose. The person so chosen shall be elected to the unexpired term of the director he is elected to succeed.

Sec. 9 Removal: Any one or more of the Directors may be removed from office for cause, at any time, by a vote of two-thirds of the members present and voting any any special meeting called for that purpose.

Sec. 10: Every president, upon retiring from office at the end of his/her term, shall automatically become a member of the Board of Directors for the year immediately following his/her term of office.

ARTICLE V

Officers

Sec. 1 Number: The officers of this Association shall be a President, a President-Elect, a Vice-President, a Secretary and a Treasurer.

Sec. 2 Method of Election: The officers shall be elected for a term of one year by the members of the Association at the annual meeting. A majority of the members presend and voting shall be necessary to constitute an election. In the

event that there shall be more than two nominees for any office and no one nominee shall receive a majority vote on the first ballot, a new vote shall immediately be taken with respect only to the two nominees who shall have received the larger number of votes and the remaining nominee or nominees shall be withdrawn from the ballot.

Sec. 3: (a) The president shall not serve for more than two consecutive terms.

(b) The president shall not serve for more than two terms within a period of five years.

Sec. 4 Duties: The duties and powers of the officers of the Association shall be as follows:

PRESIDENT: The President shall preside at the meetings of the Association and the Board of Directors. With the advice of the Board of Directors, the President shall appoint all committees, both standing and other committees and be a member, ex-officio, with right to vote, of all committees, except the Nominating Committee. She/he shall also, at the annual meeting of the Association and such other times as she/he shall deem proper, communicate to the Association or to the Board of Directors such matters and make such suggestions as may in his/her opinion promote the prosperity and welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the office of President.

PRESIDENT-ELECT: The President-Elect shall serve on the Board of Directors during the year preceding the term of office as President, shall succeed the President upon expiration of the President's term of office and shall perform such other duties as the President or the Board of Directors may from time to time direct.

VICE-PRESIDENT: In case of the death or absence of the President, or of his/her inability or refusal from any cause to act, the Vice-President shall perform the duties of the President.

SECRETARY: It shall be the duty of the Secretary to give notice of and attend all meetings of the Association and keep a record and minutes of its doing; to conduct all correspondence and to carry into execution all orders, votes and resolutions not otherwise committed; to keep a list of the members of the Association; to notify the officers and members of the Association of their election; to notify members of their appointment to Committees; and generally to devote his/her best efforts to forwarding the business and advancing the interests of the Association. In case of absence or disability of the Secretary, the President may appoint a Secretary pro temp. The Secretary shall be the keeper of the Seal of the Association.

TREASURER: It shall be the duty of the Treasurer to collect the annual dues; she/he shall keep an account of all moneys received and expended for the use of the Association, and shall make disbursements only upon vouchers approved in writing by a majority of the Board of Directors. She/he shall deposit all sums received in a bank approved by the Board of Directors and make a report at the annual meeting or when called upon by the President. Funds may be withdrawn only upon the signature of such officers as the Board of Directors shall designate.

The funds, books and vouchers in his hands shall at all times be under the supervision of the Board of Directors and subject to its inspection and control; and, at the expiration of his term of office she/he shall deliver over to his successor all books, moneys and other property, or, in the absence of the Treasurer-elect, to the President. In case of absence or disability of the Treasurer, the President may appoint a Treasurer pro temp.

Sec. 5 Vacancies: Whenever any vacancy shall occur in any office by death, resignation or otherwise, the same shall be filled by a majority vote of the members at the next general meeting or at a special meeting which may be called for that purpose. The person so chosen shall be elected to the unexpired term of the officer he is elected to succeed.

ARTICLE VI

Committees

Sec. 1 Membership Committee: The President shall appoint two members to act with the Secretary as a Membership Committee. It shall be the duty of this Committee to accept applications for membership in the Association and to act thereon and report its conclusion to the Board of Directors.

Sec. 2 Other Committees: The President may, at any time, appoint other committees on any subject for which there are no standing committees of the Association.

Sec. 3 Tenure: Members of all committees shall hold office until the appointment of their successors.

Sec. 4 Vacancies: The President shall have the power to fill vacancies in all committees.

Sec. 5 Quorum: A majority of any committee of the Association shall constitute a quorum for the transaction of business.

ARTICLE VII

Seal

Sec. 1 Seal: The seal of the Association shall be the one adopted by the membership.

ARTICLE VIII

Amendments

Sec. 1 Amendments: These by-laws may be amended, repealed or altered in whole or in part by a majority vote of the members present and voting at any duly held meeting of the Association.

Sec. 2 Method of Amendments: A proposed amendment must be submitted in writing at a duly held meeting. The Secretary shall give notice to the members of the proposed change in the notice of meeting for the next succeeding meeting, at which latter meeting the proposed amendment shall be considered and voted upon by the members. A proposed amendment may in turn

be amended, but any proposed amendment as amended, shall be voted upon at the meeting for which notice of the original proposed amendment was given, without further adjournment or notice to the members.

Newark, New Jersey
August 13, 1980

As amended

ARTICLE IV
Section

The goal of the Association shall be the promotion of the membership.

ARTICLE V
Amendments

Amendments: There shall be no amendments to the constitution or bylaws of the Association except by a majority vote of the members at a meeting held for the purpose of amending the constitution or bylaws. A proposed amendment must be submitted in writing to the Secretary of the Association at least thirty days before the meeting at which it is to be considered. The Secretary shall forward the proposed amendment to the members of the Association at least thirty days before the meeting at which it is to be considered. A proposed amendment may be amended at the meeting for which notice of the original proposed amendment was given, without further adjournment or notice to the members.